

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

FRANCHISE GROUP, INC., *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**AFFIDAVIT OF SERVICE**

I, Eladio Perez, depose and say that I am employed by Kroll Restructuring Administration LLC (“**Kroll**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On February 4, 2025, at my direction and under my supervision, employees of Kroll caused the following documents to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

- Joint Motion of the Debtors and Willkie Farr & Gallagher LLP for Leave to Exceed the Page Limit in Connection with the Joint Reply in Support of Debtors’ Application for Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel for the Debtors, *nunc pro tunc* to the Petition Date [Docket No. 901]

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

- Debtors' and Willkie Farr & Gallagher LLP's Joint Witness List for Omnibus Hearing Set for February 6, 2025 at 10:00 a.m. (Prevailing Eastern Time) [Docket No. 904]
- Debtors' and Willkie Farr & Gallagher LLP's Joint Exhibit List for Omnibus Hearing Set for February 6, 2025 at 10:00 a.m. (Prevailing Eastern Time) [Docket No. 905]

On February 4, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served via Email on the Core/2002 Email Service List attached hereto as **Exhibit B**:

- Notice of Agenda for Hearing of Matters Scheduled for February 6, 2025 at 10:00 a.m. (ET) [Docket No. 906] (the "*Agenda for February 6 Hearing*")

On February 4, 2025, at my direction and under my supervision, employees of Kroll caused the Agenda for February 6 Hearing to be served by the method set forth on the Agenda Notice Parties Service List attached hereto as **Exhibit C**.

Dated: February 13, 2025

/s/ Eladio Perez  
Eladio Perez

State of New York  
County of New York

Subscribed and sworn (or affirmed) to me on February 13, 2025, by Eladio Perez, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ OLEG BITMAN  
Notary Public, State of New York  
No. 01BI6339574  
Qualified in New York County  
Commission Expires April 4, 2028

**Exhibit A**

Exhibit A  
 Core/2002 Service List  
 Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Marty L. Brimmage, Jr. 2300 N. Field Street Suite 1800 Dallas TX 75201	mbrimmage@akingump.com	Email
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Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 9119 North Market Street 11th Floor Wilmington DE 19801	heilmani@ballardspahr.com roglen@ballardspahr.com vesperm@ballardspahr.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202	knewman@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Niclas A. Ferland 545 Long Wharf Drive Ninth Floor New Haven CT 06511	nferland@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Scott L. Fleischer 1270 Avenue of the Americas Suite 501 New York NY 10020	sfleischer@barclaydamon.com	Email
Counsel to Drink LMNT, Inc.	Barnes & Thornburg LLP	Attn: Kevin G. Collins 222 Delaware Avenue, Suite 1200 Wilmington DE 19801	kevin.collins@btlaw.com	Email
Counsel to Elanco US Inc.	Barnes & Thornburg LLP	Attn: Kevin G. Collins, Mark R. Owens 222 Delaware Avenue, Suite 1200 Wilmington DE 19801	kevin.collins@btlaw.com mark.owens@btlaw.com	Email
Counsel for Kin Properties, Inc., Jefan LLC, Aberdeen Oklahoma Associates, Pasan LLC, Esan LLC, Fundamentals Company LLC, Muffrey LLC, Fundamentals Company, Kinpark Associates, Laurie Industries Inc., Alisan Trust, Diajeff Trust, Stowsan Limited Partnership, Esue LLC, Alisan LLC, and Roseff LLC	Bayard, P.A.	Attn: Ericka F. Johnson 600 N. Market Street, Suite 400 Wilmington DE 19801	ejohnson@bayardlaw.com	Email
Counsel to The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Elliot M. Smith 127 Public Square, Suite 4900 Cleveland OH 44114	esmith@beneschlaw.com	Email

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Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass and Former Stockholders	Bernstein Litowitz Berger & Grossmann LLP	Attn: Benjamin Potts, Mae Oberste 500 Delaware Avenue Suite 901 Wilmington DE 19801	benjamin.potts@blbglaw.com mae.oberste@blbglaw.com	Email
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Counsel for Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Blank Rome LLP	Attn: Michael B. Schaedle, Stanley B. Tarr, Jordan L. Williams 1201 N. Market Street, Suite 800 Wilmington DE 19801	mike.schaedle@blankrome.com stanley.tarr@blankrome.com jordan.williams@blankrome.com	Email
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Exhibit A  
 Core/2002 Service List  
 Served as set forth below

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to Harris County, Harris County Flood Control District, Harris County Port of Houston Authority, Harris County Hospital District, and Harris County Department of Education (hereinafter "Harris County")	Harris County Attorney's Office	Susan Fuertes Attn: Property Tax Division P.O. Box 2848 Houston TX 77252	taxbankruptcy.cao@harriscountytexas.gov	Email
Counsel to Alter Domus (US) LLC	Holland & Knight LLP	Attn: Philip W. Nelson 150 N. Riverside Plaza, Suite 2700 Chicago IL 60606	philip.nelson@hklaw.com	Email
IRS Insolvency Section	Internal Revenue Service	Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346		First Class Mail

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 Served as set forth below

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Counsel to Heritage Seymour I, LLC and Heritage Seymour II, LLC, Shelbyville Road Plaza, LLC, Lichtenfeld Development Trust, Lichtenfeld Properties LLC	McCarter & English, LLP	Attn: Shannon D. Humiston, Kate Roggio Buck, Maliheh Zare Renaissance Centre 405 N. King Street, 8th Floor Wilmington DE 19801	shumiston@mccarter.com kbuck@mccarter.com mzare@mccarter.com	Email

Exhibit A  
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 Served as set forth below

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Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons P.O. Box 1269 Round Rock TX 78680-1269	jparsons@mvalaw.com	Email
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Counsel to Prince George's County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	Attn: Nicole C. Kenworthy 6801 Kenilworth Avenue, Suite 400 Riverdale MD 20737-1385	bdept@mrrlaw.net	Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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**Exhibit B**

## Exhibit B

## Core/2002 Email Service List

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## Exhibit B

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## Exhibit B

## Core/2002 Email Service List

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## Exhibit B

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## Exhibit B

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Reed Smith LLP	Attn: Kurt F. Gwynne, Jason D. Angelo	kgwynne@reedsmith.com; jangelo@reedsmith.com
Richards Layton & Finger PA	Attn: John H. Knight, Amanda R. Steele, Alexander R. Steiger	knight@rlf.com; steele@rlf.com; steiger@rlf.com

## Exhibit B

## Core/2002 Email Service List

Served via email

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Saul Ewing LLP	Attn: Monique B. DiSabatino, Mark Minuti	monique.disabatino@saul.com; mark.minuti@saul.com
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Securities & Exchange Commission - NY Office	Attn: Bankruptcy Department	bankruptcynoticeschr@sec.gov; nyrobankruptcy@sec.gov
Securities & Exchange Commission - Philadelphia	Attn: Bankruptcy Department	secbankruptcy@sec.gov
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Sessions, Fishman & Nathan, LLC	Attn: J. David Forsyth	jdf@sessions-law.com
Seward & Kissel LLP	Attn: Gregg Bateman, Sagar Patel, Michael Danenberg, John R. Ashmead, Gregg S. Bateman, Andrew J. Matott	bateman@sewkis.com; patel@sewkis.com; danenberg@sewkis.com; ashmead@sewkis.com; bateman@sewkis.com; matott@sewkis.com
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## Exhibit B

## Core/2002 Email Service List

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Young Conaway Stargatt & Taylor, LLP	Attn: Edmon L. Morton, Matthew B. Lunn, Allison S. Mielke, Shella Borovinskaya	emorton@ycst.com; mlunn@ycst.com; amielke@ycst.com; sborovinskaya@ycst.com

**Exhibit C**

## Exhibit C

## Agenda Notice Parties Service List

Served as set forth below

NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	FAX	EMAIL	METHOD OF SERVICE
Accelerated Services Inc	Attn General Counsel	158 2 Remington Blvd		Ronkonkoma	NY	11779		Service@acceleratedhvac.com	Overnight Mail and Email
Internal Revenue Service	Centralized Insolvency Operation						855-235-6787		Facsimile
Kerrick Bachert PSC	Attn: Scott A. Bachert	1411 Scottsville Road	P. O. Box 9547	Bowling Green	KY	42102-9547			Overnight Mail
Kerrick Bachert PSC	Attn: Scott A. Bachert						270-782-5856		Facsimile
Riemer & Braunstein LLP	Attn Steven Fox	Times Square Tower Suite 2506	Seven Times Square	New York	NY	10036			Overnight Mail
U.S. Attorney for Delaware	Attn: David C. Weiss & Ellen Slights						302-573-6220		Facsimile
US Securities & Exch Commission	Attn William M Uptegrove	950 East Paces Ferry Rd NE	Suite 900	Atlanta	GA	30326		uptegrovew@sec.gov	Overnight Mail and Email